

**CHARTER FOR THE
STRATEGIC DIRECTION COMMITTEE OF THE
BOARD OF DIRECTORS OF LOOKSMART, LTD.**

Purpose

The purpose of the Strategic Direction Committee is to review and advise the Board of Directors regarding the Company's overall strategy.

Responsibilities

1. Review with management the development and implementation of strategic business plans and initiatives, and assist the Board of Directors in assessing these plans and initiatives.
2. Review with management and assist the Board of Directors in assessing the Company's long-term business objectives, strategic plans and merger/acquisition strategies.
3. Review with management and make recommendations to the Board concerning any strategic or merger/acquisition transactions (and the implementation plan for such transactions) and how the transaction fits with the Company's strategic plans.
4. Review significant trends and industry events and their potential impact on the Company.

The Board may assign additional responsibilities to the Committee, or give it decision-making authority on particular matters on an ad-hoc basis.

Membership and Organization

The Committee will consist of at least two (2) independent members of the Board. The members of the Committee and the Committee Chair will be appointed by and will serve at the discretion of the Board of Directors.

Meetings

The Strategic Direction Committee will meet frequently with management to review Company activities relevant to its strategic business plans and initiatives.

Minutes

The Strategic Direction Committee will maintain written minutes of any and all meetings at which the Committee exercises any decision-making authority provided to it by the Board.